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 Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION

- - - - -	x
In re:	: Chapter 11
	:
CIRCUIT CITY STORES, INC.,	: 1Case No. 08-35653
<u>et al.</u> ,	:
	: Jointly Administered
Debtors.	:
- - - - -	x

**ORDER GRANTING DEBTORS' MOTION FOR ORDER PURSUANT TO
 BANKRUPTCY RULE 9019 APPROVING SETTLEMENT AGREEMENT
 BY AND AMONG THE DEBTORS, CAPITAL CONTRACTORS, INC.,
 INDUSTRIAPLEX, INC., AND VERNON DANIEL MCCULTY**

Upon the motion (the "Motion"),¹ of the Debtors for
 an order pursuant to Bankruptcy Rules 9019 approving the
 settlement agreement (the "Settlement Agreement") entered

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

into between the Debtors, Capital, Industriaplex, and McCulty; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. Pursuant to Bankruptcy Rule 9019, the Settlement Agreement, as copy of which is attached hereto as Exhibit A, is hereby approved in all respects.
3. The Debtors' decision to enter into the Settlement Agreement is based on sound business judgment, is reasonable and appropriate under the circumstances and is approved.
4. The Debtors hereby authorized to enter into the Settlement Agreement and to take all actions reasonably necessary to implement its terms without further Court order.

5. The Debtors are authorized to execute all documentation necessary to implement the Settlement Agreement.

6. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

7. This Court shall retain jurisdiction to hear with respect to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia
_____, 2010

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

EXHIBIT A

(Settlement Agreement)

[FILED UNDER SEAL]